

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF WISCONSIN
GREEN BAY DIVISION**

APPLETON PAPERS INC. and)	
NCR CORPORATION,)	
)	
Plaintiffs,)	
v.)	No. 08-CV-16-WCG
)	
GEORGE A. WHITING PAPER COMPANY,)	
ET AL.,)	
Defendants.)	

NCR CORPORATION,)	
)	
Plaintiff,)	
v.)	No. 08-CV-0895-WCG
)	
KIMBERLY-CLARK CORPORATION,)	
ET AL.,)	
Defendants.)	

**DECLARATION OF EVAN B. WESTERFIELD IN SUPPORT OF PLAINTIFF NCR
CORPORATION'S APRIL 15, 2011 CIVIL L.R. 7(h) EXPEDITED NON-DISPOSITIVE
MOTIONS**

I, Evan B. Westerfield, declare as follows:

1. I am one of the attorneys for Plaintiff NCR Corporation and I make this declaration on its behalf, being duly authorized to do so. This declaration is made upon personal information, and in support of (1) NCR Corporation's Civil L.R. 7(h) Expedited Non-Dispositive Motion to Compel directed to Georgia-Pacific Consumer Products LP (f/k/a Fort James Operating Company), Fort James Corporation, and Georgia-Pacific LLC, and (2) NCR Corporation's Civil L.R. 7(h) Expedited Non-Dispositive Motion for Entry of a Stipulated Protective Order Regarding Confidentiality of Insurance Information.

2. On March 17, 2011, counsel for NCR, Kathleen Roach, discussed with counsel for Defendants Georgia-Pacific Consumer Products LP (f/k/a Fort James Operating Company), Fort James Corporation, and Georgia-Pacific LLC (collectively, "GP") the production of insurance settlement agreements, which are necessary to evaluate to what extent the amounts sought by GP in this action should be reduced.

3. Counsel for GP, Mary-Rose Alexander, stated that the insurance settlement agreements contained confidentiality provisions limiting their disclosure; that one or more of GP's insurers were refusing to allow the voluntary production of one or more of the insurance settlement agreements; and that to obtain these agreements, NCR would need to present the Court with a Motion to Compel and a Stipulated Protective Order.

4. Pursuant to Local Rule 37, on Friday, March 25, 2011, I participated in a conference call at 9:00 am, CDT, with, among others, Ms. Alexander. The necessity to seek court intervention to obtain one or more of the insurance settlement agreements was again discussed. Finally, at the status hearing March 30, 2011, Ms. Alexander again represented that

one or more of the insurance settlement agreements could be produced only pursuant to an order of the Court.

5. GP, NCR, API and defendants P.H. Glatfelter Company, U.S. Paper Mills Corporation, Menasha Corporation, WTM I Company, CBC Coating, Inc., City of Appleton, and Neenah-Menasha Sewerage Commission were able to reach agreement concerning the entry of a Stipulated Protective Order. None of these parties objects to entry of the Stipulated Protective Order.

6. However, after making a good faith effort to resolve the issue of voluntary production of the insurance settlement agreements, the parties were unable to reach an accord.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 15, 2011

/s/ Evan B. Westerfield
Evan B. Westerfield

CERTIFICATE OF SERVICE

I hereby certify that on April 15, 2011, I electronically filed the foregoing using the ECF system, which will send notification of such filing to: Philip Munroe at DiRenzo & Bomier LLC, pmunroe@direnzollc.com; Scott Fleming at Weiss Berzowski Brady LLP, sbf@wbb-law.com; David Mandelbaum at Greenberg Traurig, LLP, mandelbaumd@gtlaw.com; Marc Davies at Greenberg Traurig, LLP, daviesm@gtlaw.com; Sabrina Mizrachi at Greenberg Traurig, LLP, mizrachis@gtlaw.com; Monique Mooney at Greenberg Traurig, LLP, mooneym@gtlaw.com; Caleb Holmes at Greenberg Traurig, LLP, holmesc@gtlaw.com; Patrick Zaepfel at Kegel Kelin Almy & Grimm, LLP, zaepfel@kkaglaw.com; Philip Hunsucker at Hunsucker Goodstein & Nelson PC, phunsucker@hgnlaw.com; David Rabbino at Hunsucker Goodstein & Nelson PC, drabbino@hgnlaw.com; Christopher Dow at Hunsucker Goodstein & Nelson PC, cdow@hgnlaw.com; Allison McAdam at Hunsucker Goodstein & Nelson PC, amcadam@hgnlaw.com; Eric Mroz at Hunsucker Goodstein & Nelson, P.C., mroz@hgnlaw.com; David Edquist at von Briesen & Roper, s.c., dedquist@vonbriesen.com; Christopher Riordan at von Briesen & Roper, s.c., criordan@vonbriesen.com; Patrick Wells at von Briesen & Roper, s.c., pwells@vonbriesen.com; Russell Wilson at Ruder Ware, rwilson@ruderware.com; Linda Benfield at Foley & Lardner LLP, lbenfield@foley.com; Sarah Slack at Foley & Lardner LLP, sslack@foley.com; Charles Gering at Foley & Lardner LLP, cgering@foley.com; Paul Bargren at Foley & Lardner LLP, pbargren@foley.com; Michelle Gale at Dykema Gossett PLLC, mgale@dykema.com; Joseph Basta at Dykema Gossett PLLC, jbasta@dykema.com; Daniel Murray at Johnson & Bell, Ltd., murrayd@jbltd.com; Garrett Boehm, Jr. at Johnson & Bell, Ltd., boehmg@jbltd.com; Frederick Mueller at Johnson & Bell, Ltd., muellerf@jbltd.com; John Cermak, Jr. at Baker & Hostetler LLP, jcermak@bakerlaw.com; Sonja Inglin at Baker & Hostetler LLP, singlin@bakerlaw.com; Timothy Anderson at Remley & Sensenbrenner, S.C.,

tanderson@remleylaw.com; Thomas O'Donnell at Calfee Halter & Griswold LLP,
todonnell@calfee.com; William Coughlin at Calfee Halter & Griswold LLP,
wcoughlin@calfee.com; Ted Waskowski at Stafford Rosenbaum LLP,
twaskowski@staffordlaw.com; Richard Yde at Stafford Rosenbaum LLP,
ryde@staffordlaw.com; Meg Vergeront at Stafford Rosenbaum LLP,
mvergeront@staffordlaw.com; Paul Kent at Anderson & Kent, S.C., pkent@staffordlaw.com;
James P. Walsh at the Appleton City Attorney's Office, jim.walsh@appleton.org; Lora L.
Zimmer at Hinshaw & Culbertson LLP, zimmer@hinshawlaw.com; William Mulligan at Davis
& Kuelthau, s.c., wmulligan@dkattorneys.com; Kevin Lyons at Davis & Kuelthau, s.c.,
klyons@dkattorneys.com; Tara Mathison at Davis & Kuelthau, s.c.,
tmathison@dkattorneys.com; Elizabeth Miles at Davis & Kuelthau, s.c.,
emiles@dkattorneys.com; Thomas Schrimpf at Hinshaw & Culbertson LLP,
tschrimpf@hinshawlaw.com; Ian Pitz at Michael Best & Friedrich, LLP,
iapitz@michaelbest.com; Allison Swanson at the City of Green Bay, allisonsw@ci.green-bay.wi.us; Ted Warpinski at Friebert, Finerty & St. John, S.C., taw@ffsj.com; S. Todd Farris at
Friebert, Finerty & St. John, S.C., stf@ffsj.com; M. Andrew Skwierawski at Friebert, Finerty &
St. John, S.C., mas@ffsj.com; Scott Hansen at Reinhart Boerner Van Deuren s.c.,
shansen@reinhartlaw.com; Steven Bogart at Reinhart Boerner Van Deuren s.c.,
sbogart@reinhartlaw.com; John Van Lieshout at Reinhart Boerner Van Deuren s.c.,
jvanlieshout@reinhartlaw.com; David Frank at Reinhart Boerner Van Deuren s.c.,
dfrank@reinhartlaw.com; Thomas Gottshall at Haynsworth Sinkler Boyd, P.A.,
tgottshall@hsblawfirm.com; Stephen McKinney at Haynsworth Sinkler Boyd, P.A.,
smckinney@hsblawfirm.com; William Harbeck at Quarles & Brady LLP, whh@quarles.com;

Nancy Peterson at Quarles & Brady LLP, nkp@quarles.com; Susan Lovern at von Briesen & Roper, s.c., slovern@vonbriesen.com; Thomas Armstrong at von Briesen & Roper, s.c., tarmstro@vonbriesen.com; Michael P. Carlton at von Briesen & Roper, s.c., mcarlton@vonbriesen.com; Kelly Noyes at von Briesen & Roper, s.c., knoyes@vonbriesen.com; Arthur Foerster at Latham & Watkins LLP, Arthur.Foerster@law.com; Margrethe Kearney at Latham & Watkins LLP, Margrethe.Kearney@lw.com; Mary Rose Alexander at Latham & Watkins LLP, Mary.Rose.Alexander@lw.com; Karl Lytz at Latham & Watkins LLP, Karl.Lytz@lw.com; Andrea Hogan at Latham & Watkins LLP, Andrea.Hogan@lw.com; Patrick J. Ferguson at Latham & Watkins LLP, Patrick.Ferguson@lw.com; Nathan Fishbach at Whyte Hirschboeck Dudek S.C., nfishbach@whdlaw.com; Jan Conlin at Robins, Kaplan, Miller & Ciresi L.L.P., jmconlin@rkmc.com; Sarah Lindsey at Warner Norcross & Judd LLP, slindsey@wnj.com; Steven Kohl at Warner Norcross & Judd LLP, skohl@wnj.com; Thomas Andreoli at Sonnenschein Nath & Rosenthal LLP, tandreoli@sonnenschein.com; Matthew Adams at Sonnenschein Nath & Rosenthal LLP, madams@sonnenschein.com; Randall Stone at U.S. Department of Justice, randall.stone@usdoj.gov; Joshua Levin at U.S. Department of Justice, joshua.levin@usdoj.gov; Matthew R. Oakes at U.S. Department of Justice, matthew.oakes@usdoj.gov; Perry Rosen at U.S. Department of Justice, perry.rosen@usdoj.gov; Michael Hermes at Hermes Law, Ltd., mlh@hermeslawltd.com; Brandon Evans at Hermes Law, Ltd., bje@hermeslawltd.com; Ericka L. Krumrie at Hermes Law, Ltd., elk@hermeslawltd.com; Heidi D. Melzer at Hermes Law, Ltd., hdm@hermeslawltd.com; Dennis Birke at DeWitt Ross & Stevens S.C., db@dewittross.com; Ronald Ragatz at DeWitt Ross & Stevens S.C., rrr@dewittross.com; Megan Senatori at DeWitt Ross & Stevens S.C., ms@dewittross.com; J.

Ric Gass at Gass Weber Mullins LLC, gass@gasswebermullins.com David Turek at Gass Weber Mullins LLC, turek@gasswebermullins.com.

I also hereby certify that on April 15, 2011, I caused a copy of the foregoing to be sent via electronic mail to the following counsel:

Peter C. Karegeannes
QUARLES & BRADY LLP
411 E. Wisconsin Avenue
Milwaukee, WI 53202
pck@quarles.com
Counsel for WTM I Company

James E. Braza
DAVIS & KUELTHAU, S.C.
111 E. Kilbourn Avenue, Suite 1400
Milwaukee, WI 53202
jbraz@dkattorneys.com
Counsel for Neenah-Menasha Sewerage Commission

NCR CORPORATION

/s/ Evan B. Westerfield
One of Its Attorneys

SIDLEY AUSTIN LLP
Kathleen L. Roach
Evan B. Westerfield
One South Dearborn Street
Chicago, Illinois 60603
Phone: (312) 853-7000
Fax: (312) 853-7036

MARTEN LAW PLLC
Linda R. Larson
Bradley M. Marten
1191 Second Avenue, Suite 2200
Seattle, Washington 98101
Phone: (206) 292-2600
Fax: (206) 292-2601

CRAVATH, SWAINE & MOORE LLP
Evan R. Chesler
Sandra C. Goldstein
Darin P. McAtee
Worldwide Plaza, 825 Eighth Avenue
New York, New York 10019
Phone: (212) 474-1000
Fax: (212) 474-3700